

Registered number: 193772

CityJet Designated Activity Company

Director's report and financial statements

For the year ended 31 December 2024

CityJet Designated Activity Company

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CityJet Designated Activity Company

Company Information

Directors	Patrick Byrne (resigned 7 November 2025) Hugh Rodgers Cathal O'Connell (resigned 15 January 2024) Konstantinos Biltsiaras (appointed 7 November 2025)
Company secretary	Hugh Rodgers
Registered number	193772
Registered office	Imbus House Dublin Airport Co Dublin K67 T680
Independent auditors	Ernst & Young Chartered Accountants and Statutory Audit Firm Harcourt Centre Harcourt Street Dublin 2 D02 YA40
Bankers	Bank of Ireland Lower Baggot Street Dublin 2

CityJet Designated Activity Company

Directors' Report For the Year Ended 31 December 2024

The directors present their annual report and the audited financial statements of CityJet DAC ("CityJet" or "the Company") for the year ended 31 December 2024.

Principal activities

The principal activities include ACMI (aircraft, crew, maintenance and insurance) or wet lease contract flying.

Business review

CityJet continues to develop an attractive proposition, particularly for Network and flag-carriers, where CityJet's know-how, focus and cost-management can produce an attractively priced ACMI product.

The financial results show a continuing operating loss of €3.5m (2023: €17.1m) before adjusting for exceptional items. The Company recognised loss before tax of €3.4m (2023: €17.3m) on turnover of €125.9m (2023: €128.9m). This loss included loss from exceptional items of €0.1m (2023: €0.4m). Further details of exceptional items can be found in note 8. ACMI (aircraft, crew, maintenance and insurance) revenues overall accounted for 99% (2023: 99%) of the Company's total revenues. The Company's total revenues decreased by 2.4% from 2023 mainly as a result of lower flying activities during the year. The Company's aircraft maintenance provision decreased by €4.9m mainly due to release of aircraft maintenance provisions arising from contract amendments during the year.

At 31 December 2024, the Company operated 20 CRJ-900 aircraft and 4 CRJ-1000 aircraft, all of which are leased from third parties which the majority of leases ending in 2026.

Results and dividends

The loss for the year, after taxation, amounted to €3.4m (2023: €17.4m).

The directors do not recommend the payment of a dividend for the financial year (2023: €Nil).

Directors

The directors who served during the year were:

Patrick Byrne (resigned 7 November 2025)
Hugh Rodgers
Cathal O'Connell (resigned 15 January 2024)

The director who was appointed after the year-end was:

Konstantinos Bitsiaras (appointed 7 November 2025)

The secretary of the Company who was in office during the year and up to the date of signing the financial statements was:

Hugh Rodgers

Principal risks and uncertainties

Going concern

The financial statements have been prepared on a going concern basis which assumes that the Company will be able to continue in operational existence for the foreseeable future. The time period that the directors have considered in evaluating the appropriateness of the going concern basis in preparing the financial statements for 2024 is a period of 12 months from the date of approval of these financial statements.

The Company generated a net loss after taxation of €3.4m (2023: €17.4m). At the balance sheet date, the Company had net liabilities of €39m (2023: €35.6m). The Company had net current liabilities of €1.8m as at 31 December 2024 (2023: net current liabilities of €35.1m).

CityJet Designated Activity Company

Directors' Report (continued) For the Year Ended 31 December 2024

Principal risks and uncertainties (continued)

Going concern (continued)

The Directors have prepared cash flow projections based on the estimated future ACMI revenues and the expected costs of delivering such services. These cashflow projections are prepared based on the ACMI lease contracts with current customers and have a term exceeding 12 months.

The Company entered examinership on 8 May 2025 and the Examinership Scheme of Arrangement was approved by the High Court on 31 October 2025. As a result of the Examinership Scheme of Arrangement, the Company received funding amounting to €12.6m. The Examinership Scheme of Arrangement also resulted in a cumulative write down of €47.8m of liabilities.

On the basis of the lease contracts in place, the new funding received and the reduction of liabilities after examinership, the Company's cashflow forecast show that it will have sufficient funds to trade viably for a period of at least 12 months from the date of approval of the financial statements.

Accordingly, the directors have concluded that it is appropriate that these financial statements have been prepared on a going concern basis. The accompanying financial statements do not include any adjustments that would be required if the Company were unable to continue as a going concern.

Credit risk

The Company has no significant exposure to third-party debtors. The Company is well prepared diversifying customer base by adding new airline customers in its portfolio.

Foreign currency exchange risk

The financial statements are prepared in Euro (€). The Company's main foreign currency exposure is to US Dollar (US\$) and Sterling (GBP) income and expenditure. A portion of ACMI revenue is denominated in US Dollars. As a result, there is a natural hedge against US Dollar costs of maintenance and aircraft leasing costs.

Market risk

The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates. The Company manages its exposure to this risk as outlined above.

Environmental matters

CityJet is committed to its responsibilities to the environment. We recognise that our operations affect the environment in a number of ways, primarily:

- Emission of greenhouse gases;
- Noise; and
- Use of paper and packaging.

Emission of greenhouse gases

As a product of operating its aircraft, CityJet emits greenhouse gases notably, carbon dioxide, nitrous oxides, sulphur oxides and water vapour. CityJet works with its customer airlines in having fuel savings programs across all of its activities.

CityJet Designated Activity Company

Directors' Report (continued) For the Year Ended 31 December 2024

Environmental matters (continued)

Noise

Our business model ensures that the impact of our business is less than for the majority of other carriers. Our new aircraft meet or surpass ICAO Chapter 4 noise requirements. Our operations have virtually no night flying, where noise is of the greatest concern.

Efficiency

CityJet operates a fuel conservation programme.

The Company's fleet of aircraft is powered by engines that meet or surpass ICAO CAEP/6 emissions and ICAO Chapter 4 noise requirements.

Future developments

The directors do not expect to significantly change the activities and operations of the Company in the near future.

Aviation regulatory compliance and safety

Safety is CityJet's number one priority, and is given the highest possible priority within the business, including at board and senior management level. A number of audits were performed by Irish Aviation Authority during 2024 with no serious non-compliances or deficiencies identified.

The Irish Aviation Authority (Airworthiness) carried out the following 3 audits associated within Airworthiness in 2024. These included (2023: 6). These included:

- 1 Continuation Audits - CAMO
- 1 Full Comprehensive Audit
- 1 ACAM (Aircraft Continuing Airworthiness Monitoring Audits) EI-GEF VLC April 2024

The Irish Aviation Authority (Operations) carried out 11 audits (2023: 22) of CityJet's Bases and Flight Operations during the year. No serious non-compliance were identified.

The Irish Aviation Authority carried out 2 audits (2023: 13) of CityJet's Approved Training Organisation during the year. No serious non-compliances were identified.

The Irish Aviation Authority carried out 3 audits (2023: 7) of CityJet's Cabin Crew Training Organisation during the year. No serious non-compliances were identified.

34 inspections (2023: 33) were conducted by various European National Aviation Authorities as part of the Safety Assessment of Community Aircraft (SACA) program. No serious non-compliance were identified.

CityJet also underwent a CARA Assessment and IOSA Registration Renewal audit in 2024. No serious non-compliances identified.

Political donations

During the year, the Company made no political donations (2023: €Nil).

CityJet Designated Activity Company

Directors' Report (continued) For the Year Ended 31 December 2024

Post balance sheet events

On 8 May 2025, the Company sought the protection of the High Court under the provisions of the Companies Act 2014. Kieran Wallace and Andrew O'Leary were appointed as interim Joint Examiners by Order of the High Court on 8 May 2025, and this was confirmed on 26 May 2025.

A Scheme of Arrangement was subsequently formulated and presented to the High Court on the 14th of August 2025. The Company successfully exited examinership on 31 October 2025. The Examinership Scheme of Arrangement resulted in a cumulative write-down of liabilities amounting to €47.8m.

The examinership provided the Company with the necessary financial restructuring to support future trading. The Directors are satisfied that the going concern basis of preparation remains appropriate, having regard to:

- Successful completion of the examinership process;
- Recapitalisation / new investment introduced under the Scheme amounting to €12.6m;
- Cancellations of all existing shares issued under the Scheme;
- Revised terms and conditions agreed for the Regional One Aircraft and spare engines;
- Revised terms and conditions agreed for the Triangle Symer leasing Aircraft;
- Additional three aircraft to operate on the SAS contract from 26th October 2025 to the 31st of October 2028;
- A revised contract with SAS with increasing revenues to match the revised cost activity of Cityjet;
- Elimination of the loan obligation with CF Miga Investment Holdings and SLB Holdco under the Scheme;
- Reduction in Cityjet DAC unsecured creditors under the Scheme that was owing at 8th May 2025;
- Reduction in the contingent creditor liability under the Scheme that was owing at 8th May 2025;
- Reduction in the connected creditor under the Scheme that was owing at 8th May 2025;
- Reduction in the number of Dublin based employees; and
- The availability of adequate working capital and projected cash flows for at least 12 months from the date of approval of these financial statements.

There are no other significant events affecting the company since the financial year end.

Accounting records

The measures taken by the directors to ensure compliance with the requirements of Sections 281 to 285 of the Companies Act 2014 with regard to the keeping of accounting records, are the employment of appropriately qualified accounting personnel and the maintenance of computerised accounting systems. The Company's accounting records are maintained at the Company's registered office at Imbus House, Dublin Airport, Co, Dublin K67 T680.

Directors' compliance Statement

The directors acknowledge that they are responsible for securing the Company's compliance with its relevant obligations, within the meaning of Section 225 of the Companies Act 2014.

The directors confirm that:

- the Company has drawn up a statement setting out the Company's policies that are in the opinion of the directors appropriate with respect to the Company complying with its relevant obligations.
- there are appropriate arrangements and structures in place designed to secure material compliance with the Company's relevant obligations.
- a full review of the structures and arrangements was performed during the year.

In discharging their responsibilities under Section 225, the directors relied on the advice of persons who the directors believe have the requisite knowledge and experience to advise the Company on compliance with its relevant obligations.

CityJet Designated Activity Company

**Directors' Report (continued)
For the Year Ended 31 December 2024**

Board of directors

Following due review and consideration of the requirement under Section 167 of the Companies Act and the current circumstances of the Company, the board has taken the decision not to establish an audit committee at the present time. The reasons why being:

- the directors of the board are actively involved in the day-to-day activities of the organisation.
- the directors are satisfied that suitable, robust financial controls are in place within the Company and these controls are continuously reviewed.

Statement on relevant audit information

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

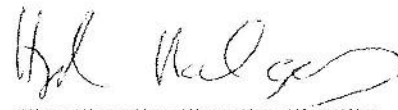
- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

The auditors, Ernst & Young, Chartered Accountants, will continue in office in accordance with section 383(2) of the Companies Act 2014.

This report was approved by the board and signed on its behalf.


.....
Konstantinos Bitsiaras
Director


.....
Hugh Rodgers
Director

Date: 22/12/2025

CityJet Designated Activity Company

**Directors' Responsibilities Statement
For the Year Ended 31 December 2024**

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with Irish law and regulations.

Irish company law requires the directors to prepare the financial statements for each financial year. Under the law, the directors have elected to prepare the financial statements in accordance with the Companies Act 2014 and Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'

Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities and financial position of the Company as at the financial year end date, of the profit or loss for that financial year and otherwise comply with the Companies Act 2014.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

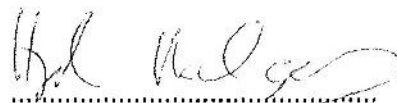
The directors are responsible for ensuring that the Company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the Company, enable at any time the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy, enable them to ensure that the financial statements and Directors' Report comply with the Companies Act 2014 and enable the financial statements to be audited. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. They are also responsible for safeguarding the assets of the parent Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

On behalf of the board



.....
Konstantinos Bitsiaras
Director



.....
Hugh Rodgers
Director

Date: 22/12/2025



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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CITYJET DESIGNATED ACTIVITY COMPANY

Report on the audit of the financial statements

Opinion

We have audited the financial statements of CityJet Designated Activity Company ('the Company') for the year ended 31 December 2024, which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and notes to the financial statements, including the summary of significant accounting policies set out in note 2. The financial reporting framework that has been applied in their preparation is Irish Law and FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland issued in the United Kingdom by the Financial Reporting Council.

In our opinion the financial statements:

- give a true and fair view of the assets, liabilities and financial position of the company as at 31 December 2024 and of its loss for the year then ended;
- have been properly prepared in accordance with FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; and
- have been properly prepared in accordance with the requirements of the Companies Act 2014.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) and applicable law. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with ethical requirements that are relevant to our audit of financial statements in Ireland, including the Ethical Standard issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from the date when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.



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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CITYJET DESIGNATED ACTIVITY COMPANY (continued)

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Directors' Report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2014

In our opinion, based solely on the work undertaken in the course of the audit, we report that:

- the information given in the Directors' Report for the financial year ended for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

We have obtained all the information and explanations which, to the best of our knowledge and belief, are necessary for the purposes of our audit.

In our opinion the accounting records of the Company were sufficient to permit the financial statements to be readily and properly audited and the financial statements are in agreement with the accounting records.

Matters on which we are required to report by exception

Based on the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

The Companies Act 2014 requires us to report to you if, in our opinion, the disclosures required by sections 305 to 312 of the Act, which relate to disclosures of Directors' remuneration and transactions are not complied with by the Company. We have nothing to report in this regard.



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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CITYJET DESIGNATED ACTIVITY COMPANY (continued)

Respective responsibilities

Responsibilities of Directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement set out on page 7, the Directors are responsible for the preparation of the financial statements in accordance with the applicable financial reporting framework that give a true and fair view, and for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (Ireland) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the IAASA's website at: https://iaasa.ie/wp-content/uploads/docs/media/IAASA/Documents/audit-standards/Description_of_auditors_responsibilities_for_audit.pdf. This description forms part of our auditor's report.

The purpose of our audit work and to whom we owe our responsibilities

Our report is made solely to the Company's members, as a body, in accordance with section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Roger Wallace
for and on behalf of
Ernst & Young Chartered Accountants and Statutory Audit Firm

Dublin

Date: 22 December 2025

CityJet Designated Activity Company

**Statement of Comprehensive Income
For the Year Ended 31 December 2024**

	Note	2024 €000	2023 €000
Turnover	4	125,896	128,945
Operating expenses	5	(129,030)	(136,155)
Salaries and related costs	7	(10,423)	(9,756)
Amortisation and depreciation		(119)	(152)
		<hr/>	<hr/>
Operating loss before exceptional items	6	(13,676)	(17,118)
Exceptional items:			
Release of maintenance reserves	8	10,135	-
Net gain on sale of assets	8	216	-
Other non-recurring charges	8	(75)	(419)
		<hr/>	<hr/>
Operating loss after exceptional items		(3,400)	(17,537)
Interest receivable and similar income	11	85	190
Interest payable and similar charges	12	(117)	(6)
		<hr/>	<hr/>
Loss before taxation		(3,432)	(17,353)
Tax on loss on ordinary activities	13	8	(16)
		<hr/>	<hr/>
Loss for the financial year		(3,424)	(17,369)
Other comprehensive income		-	-
		<hr/>	<hr/>
Total comprehensive loss for the financial year		<u><u>(3,424)</u></u>	<u><u>(17,369)</u></u>

The Statement of Comprehensive Income has been prepared on the basis that all operations are continuing operations.

The notes on pages 14 to 32 form part of these financial statements.

CityJet Designated Activity Company

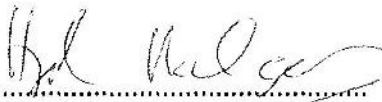
**Statement of Financial Position
As at 31 December 2024**

	Note	2024 €000	2023 €000
Fixed assets			
Tangible assets	14	128	153
Intangible assets	15	31	-
Financial assets	16	514	514
Debtors: amounts falling due more than one year	18	1,545	742
		<hr/>	<hr/>
		2,218	1,409
Current assets			
Inventories	17	3,408	5,745
Debtors: amounts falling due within one year	18	13,569	8,135
Cash at bank and in hand	19	6,288	11,780
		<hr/>	<hr/>
		23,265	25,660
Creditors: amounts falling due within one year	20	(15,300)	(22,855)
Provisions for liabilities and charges	22	(9,757)	(37,866)
		<hr/>	<hr/>
Net current liabilities		(1,792)	(35,061)
Total assets less current liabilities			
		<hr/>	<hr/>
		426	(33,652)
Creditors: amounts falling due after more than one year	21	(14,750)	(437)
Provisions for liabilities and charges	22	(24,706)	(1,517)
		<hr/>	<hr/>
		(24,706)	(1,517)
Net liabilities			
		<hr/>	<hr/>
		(39,030)	(35,606)
Capital and reserves			
Called up share capital presented as equity	23	429,181	429,181
Share premium account	24	13,392	13,392
Other reserves	24	15,987	15,987
Accumulated deficit	24	(497,590)	(494,166)
		<hr/>	<hr/>
Shareholders' deficit		(39,030)	(35,606)
		<hr/>	<hr/>

The financial statements were approved and authorised for issue by the board:



 Konstantinos Bitsiaras
 Director



 Hugh Rodgers
 Director

Date: 22/12/2025

The notes on pages 14 to 32 form part of these financial statements.

CityJet Designated Activity Company

**Statement of Changes in Equity
For the Year Ended 31 December 2024**

	Called up share capital presented as equity €000	Share premium account €000	Other reserves €000	Accumulated deficit €000	Shareholders' deficit €000
At 1 January 2023	429,181	13,392	15,987	(476,797)	(18,237)
Loss for the year	-	-	-	(17,369)	(17,369)
At 1 January 2024	429,181	13,392	15,987	(494,166)	(35,606)
Loss for the year	-	-	-	(3,424)	(3,424)
At 31 December 2024	429,181	13,392	15,987	(497,590)	(39,030)

The notes on pages 14 to 32 form part of these financial statements.

CityJet Designated Activity Company

Notes to the Financial Statements For the Year Ended 31 December 2024

1. General information

CityJet Designated Activity Company (herein referred to as "CityJet DAC" or the "Company") is incorporated in Ireland under the Companies Acts 2014. On 26th September 2023, Strategic Alliance of Regional Airlines Ltd (SARA), a company registered in Ireland, acquired 80% of the Company's 'A' ordinary shares from its previous parent company, CityJet Holdings Ltd (a Cayman Islands registered company). Following this acquisition, CityJet Holdings Ltd. now holds the remaining 20% interest over the Company's 'A' ordinary shares. As a result of this acquisition, SARA became the immediate parent of the Company. SARA is ultimately controlled by Befemar Global Management S.L., a company registered in Spain.

in addition, SARA acquired 100% of the Company's 'B' ordinary shares and 100% of the Company's 'C' ordinary shares.

The Company's principal activities include ACMI (aircraft, crew, maintenance and insurance) or wet lease contract flying.

CityJet DAC's registered office address is at Imbus House, Dublin Airport, Co.Dublin, K67 T680. The Company number is 193772.

The financial statements of CityJet DAC were approved and authorised for issue by the Board of Directors on 22/12/2025.

2. Accounting policies

Basis of preparation of financial statements

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements, except where otherwise stated.

The financial statements of Cityjet DAC have been prepared in accordance with Financing Reporting Standard 102 'The Financial Standard applicable to the UK and Republic of Ireland' and Irish Statute comprising the Companies Act 2014. These financial statements have been prepared using the historical cost convention.

The financial statements have been presented in Euro, as it is the currency of the primary economic environment in which it operates, and rounded to the nearest thousand (€'000).

Summary of disclosure exemptions

FRS 102 allows a qualifying entity certain disclosure exemptions. As a qualifying entity, the Company has availed of several exemptions from the disclosure requirements of FRS 102 in the preparation of the entity financial statements. In accordance with FRS 102, the Company has availed of an exemption from the following paragraphs of FRS 102:

- The requirements of Section 7 Statement of Cash Flows;
- The requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- The requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b), 12.29A and 12.30;
- Exemption from the requirement of FRS 102 paragraph 33.7 to disclose key management personnel compensation in total; and
- The requirement of Section 33 Related Party Disclosures paragraph 33.7.

CityJet Designated Activity Company

Notes to the Financial Statements For the Year Ended 31 December 2024

2. Accounting policies (continued)

Summary of disclosure exemptions (continued)

The Company has taken advantage of the disclosure exemptions available under that standard in relation to preparing a consolidation on the basis that it is included in the group consolidated accounts and where those accounts may be obtained. The Company's ultimate parent company is CityJet Holdings Limited, a privately owned company registered in the Cayman Islands up until the Company's acquisition by Strategic Alliance of Regional Airlines Ltd (SARA). SARA, a company registered in Ireland, became the immediate parent of the Company effective 26 September 2023. The group accounts of ultimate parent company are available to the public and can be obtained at the Company's registered office.

Going concern

The financial statements have been prepared on a going concern basis which assumes that the Company will be able to continue in operational existence for the foreseeable future. The time period that the directors have considered in evaluating the appropriateness of the going concern basis in preparing the financial statements for 2024 is a period of 12 months from the date of approval of these financial statements.

The Company generated a net loss after taxation of €3.4m (2023: €17.4m). At the balance sheet date, the Company had net liabilities of €39m (2023: €35.6m). The Company had net current liabilities of €1.8m as at 31 December 2024 (2023: net current liabilities of €35.1m).

The Directors have prepared cash flow projections based on the estimated future ACMI revenues and the expected costs of delivering such services. These cashflow projections are prepared based on the ACMI lease contracts with current customers and have a term exceeding 12 months.

The Company entered examinership on 8 May 2025 and the Examinership Scheme of Arrangement was approved by the High Court on 31 October 2025. As a result of the Examinership Scheme of Arrangement, the Company received funding amounting to €12.6m. The Examinership Scheme of Arrangement also resulted in a cumulative write down of €47.8m of liabilities.

On the basis of the lease contracts in place, the new funding received and the reduction of liabilities after examinership, the Company's cashflow forecast show that it will have sufficient funds to trade viably for a period of at least 12 months from the date of approval of the financial statements.

Accordingly, the directors have concluded that it is appropriate that these financial statements have been prepared on a going concern basis. The accompanying financial statements do not include any adjustments that would be required if the Company were unable to continue as a going concern.

CityJet Designated Activity Company

Notes to the Financial Statements For the Year Ended 31 December 2024

2. Accounting policies (continued)

Revenues

Revenue is derived from the provision of ACMI wet leases flying, charter flying and other ancillary income.

Revenue is recognised based on aircraft hours utilised during the period.

Collections from customers in advance of the covered rental period are deferred. These are only recognised as revenue when the covered rental periods lapse.

Aircraft maintenance costs

Expenditure on major aircraft and engine overhauls is provided for in the income statement on monthly basis over the course of the operating lease based on the maintenance obligations required per the operating lease agreements where it comprises a liability in accordance with the requirements of FRS 102 Section 21 Provisions and Contingencies. Routine maintenance is expensed in the period in which it is incurred.

Foreign currency translation

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (the "functional currency"). The financial statements are presented in Euro, the currency of the primary economic environment in which the Company operates.

Transactions arising in foreign currencies are translated into the functional currency at the rates of exchange in effect at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are re-translated at the rate of exchange prevailing at the statement of financial position date. Non-monetary assets and liabilities denominated in foreign currencies are translated to Euro at foreign exchange rates in effect at the dates the transactions were effected. Foreign currency differences arising on retranslation are recognised in the income statement.

	USD	STG	DKK
Tuesday 31 December 2024	1.039	0.82918	7.4578
Sunday 31 December 2023	1.105	0.86905	7.4529

Average exchange rates during the year were as follows:

	USD	STG	DKK
2024	1.0389	0.8292	7.4578
2023	1.0829	0.8688	7.4513

CityJet Designated Activity Company

Notes to the Financial Statements For the Year Ended 31 December 2024

2. Accounting policies (continued)

Employee benefits

Post-employment benefit obligations

The Company operates various pension schemes. The schemes are generally funded through payments to trustee-administered funds. The Company contributes to defined contribution plans. The Company pays contributions into the pension schemes in accordance with the trust deed. The Company has no further payment obligations once contributions have been paid. The contributions are recognised as employee benefit expenses when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Company recognises termination benefits at the earlier of the following dates: (a) when the Company can no longer withdraw the offer of these benefits; and (b) when the Company recognises costs for a restructuring which is within the scope of Section 21 of FRS 102 and involves the payment of termination benefits.

Current and deferred income tax

The tax expense for the period comprises of current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax rates and laws enacted or substantively enacted at the reporting date in the countries where the Company operates.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and the carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction, other than a business combination, that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date, and which are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

The tax effects of income tax losses available for carry forward are recognised as an asset when it is probable that future taxable profits will be available against which these losses can be utilised.

CityJet Designated Activity Company

Notes to the Financial Statements For the Year Ended 31 December 2024

2. Accounting policies (continued)

Exceptional items

Exceptional items are material non-recurring items that derive from events or transactions that fall within the ordinary activities of the Company and which individually or, if of a similar type, in aggregate, are separately disclosed by virtue of their size or incidence. Such items may include business restructuring costs, profit or loss on disposal of significant items of tangible assets, litigation costs and settlements, profit or loss on disposal of investments and impairment of assets, or once-off costs or credits where separate identification is important to gain an understanding of the financial statements. Judgement is used by the Company in assessing the particular items which would be disclosed in the income statement and related notes as exceptional items.

Tangible assets

Tangible assets are initially recorded at cost, less accumulated depreciation and any accumulated impairment losses. The purchase price of aircraft equipment denominated in foreign currencies are translated at the exchange rate at the date of the transaction.

Depreciation is provided on the following basis:

Fixtures and fittings	- 5 years
Operational equipment	- 3 to 7 years
Computer equipment	- 2 to 4 years

Cityjet DAC has not capitalised aircraft under FRS 102 as at 31 December 2024 and 2023 as these are held under operating leases.

Intangible assets

Intangible assets are recorded at initial cost less accumulated amortisation and any accumulated impairment losses. Intangible assets acquired are recognised to the extent it is considered probable that expected future benefits will flow to the Company and the associated costs can be measured reliably.

Acquired computer software licences are capitalised on the basis of costs incurred to acquire and bring to use the specific software, These costs are amortised over their estimated useful lives (three years) on a straight line basis. Costs that are directly associated with the production of identifiable software products controlled by the Company, and which are assessed as likely to generate economic benefits exceeding the costs beyond one year, are recognised as intangible assets. These capitalised costs are amortised over their estimated useful lives (not exceeding three years) on a straight line basis. Other costs associated with developing or maintaining computer software programmes are recognised as an expense as incurred.

Intangible assets with a definite useful life are amortised on a straight line basis over the following periods:

Computer software	- 3 years
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CityJet Designated Activity Company

Notes to the Financial Statements For the Year Ended 31 December 2024

2. Accounting policies (continued)

Impairment of assets

In accordance with Section 27 of FRS 102 "Impairment of Assets" an impairment loss occurs when the carrying amount of an asset exceeds its recoverable amount, tangible assets, intangible assets and financial fixed assets are tested for diminution in value if there is an indication of impairment, and those with an indefinite useful life are tested at least once a year. For this test, the Company deems the recoverable value of the asset to be the higher of the market value less cost of disposal, and the assets value in use.

When the recoverable value of an asset is less than its carrying value, an impairment is recognised.

Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to their present condition and location.

The net realisable value of the inventories is the estimated selling price in the ordinary course of business less the estimated cost of completion and selling expenses. In arriving at the net realisable value of inventories an obsolescence provision is provided for on an annual basis.

Debtors

Debtors with no stated interest rate and receivable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the income statement in operating expenses.

Cash and cash equivalents

Cash represents cash held at banks and available on demand, and is categorised for measurement purposes as "cash and cash equivalents".

Creditors

Creditors are initially recognised at transaction price and thereafter stated at amortised cost using the effective interest rate method, unless the effect of discounting would be immaterial, in which case they are stated at cost.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of ordinary shares are recognised as a deduction from equity, net of any tax effects.

Accumulated deficit

This represents accumulated profit and losses attributable to equity holders of the parent company after deducting dividends declared. This may also include the effect of changes in accounting policy as may be required by the standard's transitional provisions.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the net proceeds and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

CityJet Designated Activity Company

Notes to the Financial Statements For the Year Ended 31 December 2024

2. Accounting policies (continued)

Provisions including aircraft maintenance

Provisions are recognised when:

- there is a present legal or constructive obligation as a result of a past event;
- it is probable that an outflow of resources will be required to settle an obligation, and;
- the amount is capable of reliable estimation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised as a finance expense.

Provisions are made for aircraft maintenance costs which the Company will incur in connection with major airframe and engine overhauls on lease aircraft, where the terms of the lease impose obligations on the lessee to have these overhauls carried out. Provisions reflect the cost rates expected to apply at the time the work is carried out. Provisions for costs to meet the contractual end of lease return conditions are also included. The actual cash outflow of the overhauls is charged against the provisions when incurred. Any residual balance is transferred to the income statement.

Routine maintenance is expensed as incurred.

A provision for the business restructuring costs is recognised when a constructive obligation exists. The amount of the provision is based on the terms of business restructuring measures, including employee severance and early retirement measures which have been communicated to employees. They represent the directors' best estimate of the cost of these measures. Provision for termination benefits that are not part of a restructuring plan are recognised when the entity can no longer withdraw the offer of those benefits.

Leases

Leases are classified as finance leases when they transfer substantially all the risks and rewards of ownership of the leased assets to the Company. Other leases that do not transfer substantially all the risks and rewards of ownership of the leased assets to the Company are classified as operating leases. The Company had no finance leased assets at 31 December 2024 and 2023.

A lessee shall recognise lease payments under operating leases (excluding costs for services such as insurance and maintenance) as an expense over the lease term on a straight-line basis.

A lessee shall recognise the aggregate benefit of lease incentives as a reduction to the expense recognised in accordance with FRS 102 section 20.15 over the lease term, on a straight-line basis.

Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes party to the contractual provisions of the instrument. Financial liabilities and equity instruments are classified in accordance with the contractual arrangements. All financial assets and liabilities are initially measured at transaction price including transaction costs.

CityJet Designated Activity Company

Notes to the Financial Statements For the Year Ended 31 December 2024

3. Judgements in applying accounting policies and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 2, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Management estimations involve uncertainty as the actual outcome of estimated events could differ from the initial estimate. The key areas of uncertainty are in maintenance provisions where the estimations on the timing and cost of maintenance events is subject to change.

4. Turnover

	2024 €000	2023 €000
ACMI flights	124,409	128,400
Charter and other revenue	1,487	545
	<u>125,896</u>	<u>128,945</u>

By geographical area on origination or residence of ACMI client:

	2024 €000	2023 €000
Sweden	92,189	109,686
Germany	33,099	9,743
Belgium	-	9,403
Denmark	-	34
Estonia	5	31
Ireland	603	21
Netherlands	-	16
USA	-	11
	<u>125,896</u>	<u>128,945</u>

CityJet Designated Activity Company

**Notes to the Financial Statements
For the Year Ended 31 December 2024**

5. Operating Expenses

	2024 €000	2023 €000
Aircraft fuel and landing charges	-	4
Aircraft rentals	16,149	26,459
Aircraft maintenance, Materials and repairs	38,741	49,319
Crew travel, positioning & training	6,821	6,107
Handling charges and other operating costs	69	74
Other external expenses	57,115	54,192
	118,895	136,155

6. Operating loss

The operating loss is stated after charging:

	2024 €000	2023 €000
Depreciation of tangible assets (note 14)	110	150
Amortisation of intangible assets (note 15)	9	3

Rentals payable under operating leases

Aircraft	16,149	26,459
Engines	-	673
Office	508	544
	57,165	33,676

7. Employees

Staff costs were as follows:

	2024 €000	2023 €000
Wages and salaries	9,096	8,484
Social welfare costs	912	876
Other retirement benefit costs	415	396
	10,423	9,756

The average monthly number of employees, including the directors, during the year was as follows:

	2024 No.	2023 No.
Other Staff	128	159
	128	159

CityJet Designated Activity Company

Notes to the Financial Statements For the Year Ended 31 December 2024

8. Exceptional income and expenses

Exceptional items are material, non-recurring items that derive from events or transactions that fall within the ordinary activities of the Company and which individually or, if of similar type, in aggregate, are separately disclosed by virtue of their size and incidence. The separate reporting of exceptional items helps provide a more - useful picture of the Company's underlying performance.

9. Directors' remuneration

	2024 €000	2023 €000
Aggregate Emoluments in respect of qualifying services	761	929
Aggregate contributions paid, treated as paid or payable during the financial year to a retirement benefit scheme in respect of qualifying services as directors	65	93
	<u>826</u>	<u>1,022</u>

During the year ended 31 December 2024, 2 directors (2023: 2) were accruing benefits under the defined contribution pension scheme.

10. Auditor's remuneration

	2024 €000	2023 €000
Statutory audit of accounts	129	129
Tax compliance and other services	5	17
	<u>134</u>	<u>146</u>

11. Interest receivable and similar income

	2024 €000	2023 €000
Bank interest receivable	<u>85</u>	<u>190</u>

CityJet Designated Activity Company

**Notes to the Financial Statements
For the Year Ended 31 December 2024**

12. Interest payable and similar charges

	2024 €000	2023 €000
Finance expense and bank charges	117	6
	117	6

13. Taxation

	2024 €000	2023 €000
Corporation tax		
Current tax on losses for the year	-	16
Adjustments in respect of previous periods	(8)	-
	(8)	16
Total current tax	(8)	16
	(8)	16

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2023 - higher than) the standard rate of corporation tax in Ireland of 12.5% (2023: 12.5%). The differences are explained below:

	2024 €000	2023 €000
Loss on ordinary activities before tax	(3,432)	(17,353)
	(3,432)	(17,353)
Loss on ordinary activities multiplied by standard rate of corporation tax in Ireland of 12.5% (2023 - 12.5%)	(429)	(2,169)
Effects of:		
Expenses not taxable for tax purposes	(114)	-
Expenses not deductible for tax purposes	-	37
Adjustments to tax charge in respect of prior periods	(8)	-
Unrecognised losses carried forward	543	2,148
	(8)	16
Total tax charge for the year	(8)	16

As at 31 December 2024, deferred tax asset on in respect of temporary timing differences on gross tax losses of €243.95 million (2023: €240.05 million) is not recognised as it is not considered probable that taxable profit will be available against which the deductible temporary differences can be utilised.

CityJet Designated Activity Company

**Notes to the Financial Statements
For the Year Ended 31 December 2024**

14. Tangible fixed assets

	Fixtures and fittings €000	Operational equipment €000	Computer equipment €000	Total €000
Cost				
At 1 January 2024	39	1,084	546	1,669
Additions	-	-	85	85
At 31 December 2024	<u>39</u>	<u>1,084</u>	<u>631</u>	<u>1,754</u>
Depreciation				
At 1 January 2024	23	1,056	437	1,516
Charge during the year	13	8	89	110
At 31 December 2024	<u>36</u>	<u>1,064</u>	<u>526</u>	<u>1,626</u>
Net book value				
At 31 December 2024	<u>3</u>	<u>20</u>	<u>105</u>	<u>128</u>
At 31 December 2023	<u>16</u>	<u>28</u>	<u>109</u>	<u>153</u>

CityJet Designated Activity Company

Notes to the Financial Statements
For the Year Ended 31 December 2024

15. Intangible assets

	Computer software €000
Cost	
At 1 January 2024	1,650
Additions	40
At 31 December 2024	<u>1,690</u>
Amortisation	
At 1 January 2024	1,650
Charge for the year	9
At 31 December 2024	<u>1,659</u>
Net book value	
At 31 December 2024	<u>31</u>
At 31 December 2023	<u>-</u>

16. Financial assets

	Investments €000
Cost	
At 1 January 2024	514
At 31 December 2024	<u>514</u>
Net book value	
At 31 December 2024	<u>514</u>
At 31 December 2023	<u>514</u>

CityJet Designated Activity Company

**Notes to the Financial Statements
For the Year Ended 31 December 2024**

16. Financial assets (continued)

Subsidiary undertaking

The following was a subsidiary undertaking of the Company:

Name	Country of incorporation	Nature of business	Holding
CityJet A/S	Denmark	Airline services company	100%

17. Inventories

	2024 €000	2023 €000
Aviation spare parts - cost	8,184	8,184
Stock additions	1,276	-
Disposal of Stock	(4,485)	-
Gross value	<u>4,975</u>	<u>8,184</u>
Opening obsolescence provision	2,439	1,498
Disposal of Stock	(1,256)	-
Provision during the year	384	941
Closing obsolescence provision	<u>1,567</u>	<u>2,439</u>
Net realisable value	<u><u>3,408</u></u>	<u><u>5,745</u></u>

During the year, the Company has recognised €216K net gain on disposal of inventories (2023: €nil).

CityJet Designated Activity Company

**Notes to the Financial Statements
For the Year Ended 31 December 2024**

18. Debtors

	2024 €000	2023 €000
Due after more than one year		
Non-current security deposits	1,545	742
	1,545	742
Due within one year		
Trade debtors and accrued income	11,534	6,121
Other debtors	32	87
Prepayments and accrued income	607	746
VAT recoverable	354	325
Deposits receivable	1,042	856
	13,569	8,135

19. Cash at bank and in hand

	2024 €000	2023 €000
Cash at bank	6,288	11,780
	6,288	11,780

20. Creditors: amounts falling due within one year

	2024 €000	2023 €000
Trade creditors	4,783	3,909
Payroll taxes	295	274
Accruals and other liabilities	10,222	17,904
Deferred revenue	-	768
	15,300	22,855

Trade creditors and accruals are payable in accordance with standard commercial credit terms. Payroll taxes are payable in accordance with the statutory provisions. Current income tax payable as at 31 December 2024 included under 'Accruals and other liabilities' amounted to €7.9k (2023: €15.8k).

CityJet Designated Activity Company

**Notes to the Financial Statements
For the Year Ended 31 December 2024**

21. Creditors: amounts falling due after more than one year

	2024 €000	2023 €000
Related party loan payable	437	437
Deposits payable	10,432	-
Shareholder loans	3,881	-
	<u>14,750</u>	<u>437</u>

The related party loan payable is with CityJet Holdings Limited, non-interest bearing, was repaid in full on 10 November 2025 as part of the Examinership Scheme of Arrangement.

The Company has a shareholder's loan with a principal amount of €3,773,498. The loan accrues interest at the rate of 3% per annum on the outstanding principal and is due for repayment on 26 September 2029. This loan is included under the Examinership Scheme of Arrangement.

22. Provisions for liabilities and charges

	Aircraft maintenance (a) €000	Examinership Provision (b) €000	2024 Total €000	Aircraft maintenance (a) €000	Examinership Provision (b) €000	2023 Total €000
Balance at 1 January	39,258	125	39,383	29,925	125	30,050
Foreign currency movement	1,350	-	1,350	(828)	-	(828)
Charged during the year	6,940	-	6,940	13,748	-	13,748
Utilised during the year	(3,075)	-	(3,075)	(3,587)	-	(3,587)
Released during the year	(10,135)	-	(10,135)	-	-	-
	<u>34,338</u>	<u>125</u>	<u>34,463</u>	<u>39,258</u>	<u>125</u>	<u>39,383</u>

The Company's aircraft maintenance provision decreased by €10.135m mainly due to release of aircraft maintenance provisions arising from contract amendments with lessors during the year.

	2024 €000	2023 €000
Amounts falling due within one year	9,757	37,866
Amounts falling due after more than one year	24,706	1,517
	<u>34,463</u>	<u>39,383</u>

CityJet Designated Activity Company

**Notes to the Financial Statements
For the Year Ended 31 December 2024**

23. Provisions for liabilities and charges (continued)

- a) A provision is made on a monthly basis for the maintenance costs of leased aircraft. This provision will be utilised as the major airframe and engine overhauls take place. Restitution provisions also include the expected costs to meet the contractual conditions of returning aircraft at the end of the lease period, where required under lease agreements. Measurement uncertainty associated with maintenance provisions arises from the timing and nature of overhaul activity required and sensitivity in projected flight hours.
- b) This provision is for remaining dividend amounts outstanding as agreed under the Examinership process which have yet to be settled.

23. Share capital

	2024 €000	2023 €000
Authorised		
2,099,095,277 (2023 - 2,099,095,277) A' Ordinary shares of € 1.00 each	2,099,095	2,099,095
900,904,723 (2023 - 900,904,723) B' Ordinary shares of € 1.00 each	900,904	900,904
3,010,000,000,000 (2023 - 3,010,000,000,000) C' Ordinary shares of €0.000001 each	3,010	3,010
	3,003,009	3,003,009
Allotted, called up and fully paid		
235,003,282 (2023 - 235,003,282) A' Ordinary shares of € 1.00 each	235,003	235,003
192,276,685 (2023 - 192,276,685) B' Ordinary shares of € 1.00 each	192,277	192,277
1,900,854,559,994 (2023 - 1,900,855,000,000) C' Ordinary shares of €0.000001 each	1,901	1,901
	429,181	429,181

The A and C shares rank equally in all respects. B ordinary Shares are non-voting and have no rights to dividends. Upon an exit event proceeds shall be distributed first to the holders of A ordinary shares and C ordinary shares as set out in the Company's constitution. Thereafter, the remainder of exit proceeds shall be distributed to the holders of A, B and C ordinary shares in proportion to the numbers of shares held.

24. Reserves

Share premium account

The share premium arose on the issue during 2016 of 854,559,936 'C' ordinary shares in consideration of amounts owed to related parties US\$15m.

Other reserves

The capital redemption reserve equates to the proceeds of prior share capital redemptions of the Company. The capital contribution reserve represents non-share based capital contributions made to the Company.

Profit and loss account

The profit and loss account represents cumulative gains and losses recognised in the Statement of Comprehensive Income, net of transfers to/from other reserves and dividends paid.

CityJet Designated Activity Company

Notes to the Financial Statements For the Year Ended 31 December 2024

25. Capital commitments

At 31 December 2024 and 2023, the Company had no finance lease or other capital commitments.

26. Pension commitments

The Company operates defined contribution pension scheme covering certain staff in Ireland and other European locations. The assets of these schemes are held separately from those of the Company in an independently administered fund.

The pension cost charge representing contributions payable by the Company to the above funds for the financial year is disclosed in note 7.

27. Operating lease agreements

At 31 December 2024 the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	2024 €000	2023 €000
Within one year	17,608	20,876
Between two and five years	14,926	15,939
Due after five years	575	2,366
	<u>33,109</u>	<u>39,181</u>

Operating lease payments represent rentals payable by the Company for property and aircraft. Aircraft operating leases are denominated in US Dollars.

Lease payments under operating leases recognised as an expense during the year are disclosed in note 6.

28. Related party transactions

The Company has availed the exemptions provided in FRS 102 Section 33 'Related Party disclosures' paragraph 1A for wholly subsidiary undertakings whose voting rights are controlled within the Company from the requirements to give details of transactions with entities that are part of the group or investees of the group qualifying as related parties and Section 33.7 on key management personnel compensation.

CityJet Designated Activity Company

Notes to the Financial Statements For the Year Ended 31 December 2024

29. Post balance sheet events

On 8 May 2025, the Company sought the protection of the High Court under the provisions of the Companies Act 2014. Kieran Wallace and Andrew O'Leary were appointed as interim Joint Examiners by Order of the High Court on 8 May 2025, and this was confirmed on 26 May 2025.

A Scheme of Arrangement was subsequently formulated and presented to the High Court on the 14th of August 2025. The Company successfully exited examinership on 31 October 2025. The Examinership Scheme of Arrangement resulted in a cumulative write-down of liabilities amounting to €47.8m.

The examinership provided the Company with the necessary financial restructuring to support future trading. The Directors are satisfied that the going concern basis of preparation remains appropriate, having regard to:

- Successful completion of the examinership process;
- Recapitalisation / new investment introduced under the Scheme amounting to €12.6m;
- Cancellations of all existing shares issued under the Scheme;
- Revised terms and conditions agreed for the Regional One Aircraft and spare engines;
- Revised terms and conditions agreed for the Triangle Symer leasing Aircraft;
- Additional three aircraft to operate on the SAS contract from 26th October 2025 to the 31st of October 2028;
- A revised contract with SAS with increasing revenues to match the revised cost activity of Cityjet;
- Elimination of the loan obligation with CF Miga Investment Holdings and SLB Holdco under the Scheme;
- Reduction in Cityjet DAC unsecured creditors under the Scheme that was owing at 8th May 2025;
- Reduction in the contingent creditor liability under the Scheme that was owing at 8th May 2025;
- Reduction in the connected creditor under the Scheme that was owing at 8th May 2025;
- Reduction in the number of Dublin based employees; and
- The availability of adequate working capital and projected cash flows for at least 12 months from the date of approval of these financial statements.

There are no other significant events affecting the company since the financial year end.

30. Parent and ultimate parent undertaking

The Company was a wholly owned subsidiary of Strategic Alliance of Regional Airlines Ltd (SARA), a privately owned company registered in Ireland. The Company is ultimately controlled by Befemar Global Management S.L., a company registered in Spain.

At 31 December 2024, the smallest and largest group in which the results of the company were consolidated is that headed by Befemar Global Management S.L. The consolidated financial statements of the ultimate parent company may be obtained from Calle Carbonero Y SOL 19 Madrid 28006 ES.

Effective 31 October 2025, the Company was acquired by CityJet Holdings ApS, a company registered in Denmark. The Company is ultimately controlled by, JT3H ApS, a company registered in Denmark, effective from this date.